

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
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December 23, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 19086-B FILED
DEC 23 '03 3-44 PM
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Master Assignment Agreement, a secondary document, dated as of December 22, 2003. The primary document to which this is connected is recorded under Recordation No. 19086. We request that this document be recorded under Recordation No. 19086-B.

The names and addresses of the parties to the Memorandum of Master Assignment Agreement are:

Assignor:

General Electric Capital Corporation, successor in interest to US Equipment Leasing LLC, as successor in interest to Mellon Financial Services Corporation #3
4 North Park Drive, Suite 500
Hunt Valley, MD 21030

Assignee:

Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55479

A description of the equipment covered by the Memorandum of Master Assignment Agreement consists of 433 "Grandfathered" Boxcars (Chrysler) numbered SSAM 28300-28311, inclusive, and WCCL 25010-25014, inclusive, 25016, 25017, 25100-25165, inclusive, 25167-25170, inclusive, 25172-25193, inclusive, 47300, 47303-47309, inclusive, 47311-47313,, inclusive, 47317, 47319-47324, inclusive, 47328, 47330-47339, inclusive, 47341-47344,

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inclusive, 47346-47349, inclusive, 47354-47357, inclusive, 47360, 47361, 47363-47365, inclusive, 47370-47375, inclusive, 47377-47379, inclusive, 47450-47456, inclusive, 47458-47460, inclusive, 47462-47465, inclusive, 47468, 47470-47472, inclusive, 47474-47476, inclusive, 47478-47481, inclusive, 47500-47508, inclusive, 47510-47513, inclusive, 47515-47523, inclusive, 47603-47660, inclusive, 47662-47666, inclusive, 47668-47670, inclusive, 47673, 47675, 47678, 47682, 47700-47726, inclusive, 47728-47740, inclusive, 47744-47752, inclusive, 47753-47758, inclusive, 47760-47790, inclusive, 47800-47843, inclusive, 47850-47859, inclusive, 47901-47903, inclusive, 47938, 47961, 47962, 47970, 47980, 47982, and 47983; and 198 Plate C "Grandfathered" Boxcars numbered WCCL 43000, 43001, 43003-43012, inclusive, 43014-43022, inclusive, 43024-43062, inclusive, 43064-43077, inclusive, 43079-43092, inclusive, 43094-43122, inclusive, 43124-43126, inclusive, 43128, 43131, 43132, 43136-43140, inclusive, 43146-43151, inclusive, 43153-43156, inclusive, 43158-43173, inclusive, 43176, 43177, 43181-43193, inclusive, 43196, 43199, 43200, 43202-43210, inclusive, 43212, 43214, 43218, 43219, 43222, 43228-43230, inclusive, 43232-43234, inclusive, 43236, 43237, and 43239-43242, inclusive.

A fee of \$ 30.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

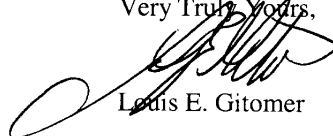
A short summary of the document to appear in the index follows: a Memorandum of Master Assignment Agreement between General Electric Capital Corporation, successor in interest to US Equipment Leasing LLC, as successor in interest to Mellon Financial Services Corporation #3, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, and Wells Fargo Equipment Finance, Inc., 733 Marquette Avenue, Minneapolis, MN 55479, covering 433 "Grandfathered" Boxcars (Chrysler) numbered SSAM 28300-28311, inclusive, and WCCL 25010-25014, inclusive, 25016, 25017, 25100-25165, inclusive, 25167-25170, inclusive, 25172-25193, inclusive, 47300, 47303-47309, inclusive, 47311-47313, inclusive, 47317, 47319-47324, inclusive, 47328, 47330-47339, inclusive, 47341-47344, inclusive, 47346-47349, inclusive, 47354-47357, inclusive, 47360, 47361, 47363-47365, inclusive, 47370-47375, inclusive, 47377-47379, inclusive, 47450-47456, inclusive, 47458-47460, inclusive, 47462-47465, inclusive, 47468, 47470-47472, inclusive, 47474-47476, inclusive, 47478-47481, inclusive, 47500-47508, inclusive, 47510-47513, inclusive, 47515-47523, inclusive, 47603-47660, inclusive, 47662-47666, inclusive, 47668-47670, inclusive, 47673, 47675, 47678, 47682, 47700-47726, inclusive, 47728-47740, inclusive, 47744-47752, inclusive, 47753-47758, inclusive, 47760-47790,

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inclusive, 47800-47843, inclusive, 47850-47859, inclusive, 47901-47903, inclusive, 47938, 47961, 47962, 47970, 47980, 47982, and 47983; and 198 Plate C "Grandfathered" Boxcars numbered WCCL 43000, 43001, 43003- 43012, inclusive, 43014-43022, inclusive, 43024-43062, inclusive, 43064-43077, inclusive, 43079-43092, inclusive, 43094-43122, inclusive, 43124-43126, inclusive, 43128, 43131, 43132, 43136-43140, inclusive, 43146-43151, inclusive, 43153-43156, inclusive, 43158-43173, inclusive, 43176, 43177, 43181-43193, inclusive, 43196, 43199, 43200, 43202-43210, inclusive, 43212, 43214, 43218, 43219, 43222, 43228-43230, inclusive, 43232-43234, inclusive, 43236, 43237, and 43239-43242, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

DEC 23 '03

3-44PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER ASSIGNMENT AGREEMENT

This Memorandum of Master Assignment Agreement is dated as of December 22 2003 (the "Memorandum") between General Electric Capital Corporation ("Assignor" or "Third Lessor") (as successor in interest to US Equipment Leasing LLC, as successor in interest to Mellon Financial Services Corporation #3) and Wells Fargo Equipment Finance, Inc. ("Assignee" or "New Lessor").

A. Assignor is the successor-in-interest to US Equipment Leasing LLC ("Second Lessor") and Mellon Financial Services Corporation #3 ("Original Lessor").

B. Original Lessor and Sault Ste. Marie Bridge Company ("Lessee") entered into that certain Master Lease Agreement dated as of November 1, 1994 (the "Master Lease Agreement") and pursuant thereto that certain Equipment Lease Schedule dated November 29, 1994 (the "Schedule"). The Schedule, which incorporates by reference the terms and conditions of the Master Lease Agreement, is referred to herein, along with the Master Lease Agreement, as the "Lease".

C. The Master Lease Agreement was recorded at the Interstate Commerce Commission (now the Surface Transportation Board (the "Board")) on December 9, 1994 under Recordation No. 19086, relating to the railcars identified therein.

D. Lessee and Wisconsin Chicago Link Ltd. entered into a Grant of Rights dated March 20, 2000 (the "Grant of Rights"), which was recorded at the Board on April 10, 2000 under Recordation No. 19086-A, relating to certain railcars subject to the Lease and identified in the Grant of Rights.

E. Certain railcars originally subject to the Lease have suffered casualties and therefore are no longer subject to the Lease. Other railcars have had their identifying prefix changed from "SSAM" to "WCCL".

F. Pursuant to that certain Specification of Assigned Equipment Schedule dated December __, 2003 (the "Specification"), executed pursuant to that certain Master Assignment Agreement dated as of December 2, 1999 (the "Master Assignment Agreement"), together with the Specification, the "Assignment"), Assignor is assigning all of its right, title, interest, powers and privileges under the Lease, and Assignee is assuming all obligations, duties, liabilities and undertakings of Assignor, as lessor, under the Lease.

NOW, THEREFORE, Assignor and Assignee have entered this Memorandum to evidence for the record, as follows:

1. The Assignor assigns, transfers and sets over to Assignee all of Assignor's right, title, interest, powers and privileges under the Lease.

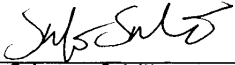
2. The Assignee accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Assignor, as lessor, under the Lease.

3. This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

GENERAL ELECTRIC CAPITAL CORPORATION
as Assignor

By: 
Name: Salvatore Salzillo
Title: Transaction and Syndication Manager

WELLS FARGO EQUIPMENT FINANCE, INC.
as Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

GENERAL ELECTRIC CAPITAL CORPORATION
as Assignor

By: _____
Name: _____
Title: _____

WELLS FARGO EQUIPMENT FINANCE, INC.
as Assignee

By: *[Signature]*
Name: *Reginald Carleagan*
Title: *AVP*

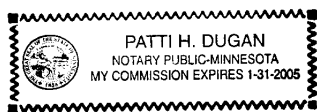
State of Maryland)
County of Baltimore) ss.

On this 22nd day of December, 2003, before me, Salvatore Saljillo, the undersigned Notary Public, personally appeared Larry E. Houck personally known to me to be the person who executed the within instrument as Trans. & Synd. Mgr. on behalf of GENERAL ELECTRIC CAPITAL CORPORATION, and acknowledged to me that the corporation executed it.

Larry E. Houck
Notary Public for _____
My Commission expires 8-1-06

State of MINNESOTA)
) ss.
County of HENNEPIN)

On this 27th day of December, 2003, before me, Patti H. Dugan, the undersigned Notary Public, personally appeared Dequene P. Breenan personally known to me to be the person who executed the within instrument as ATP on behalf of WELLS FARGO EQUIPMENT FINANCE, INC., and acknowledged to me that the corporation executed it.



Patti H. Dugan
Notary Public for State of Minnesota
My Commission expires 1/31/2005

EXHIBIT NO. 1

433 "Grandfathered" Boxcars (Chrysler) numbered:

SSAM 28300 through WCCL 28311 inclusive
WCCL 25010 through WCCL 25014 inclusive
WCCL 25016 and WCCL 25017
WCCL 25100 through WCCL 25165 inclusive
WCCL 25167 through WCCL 25170 inclusive
WCCL 25172 through WCCL 25193 inclusive
WCCL 47300
WCCL 47303 through WCCL 47309 inclusive
WCCL 47311 through WCCL 47313 inclusive
WCCL 47317
WCCL 47319 through WCCL 47324 inclusive
WCCL 47328
WCCL 47330 through WCCL 47339 inclusive
WCCL 47341 through WCCL 47344 inclusive
WCCL 47346 through WCCL 47349 inclusive
WCCL 47354 through WCCL 47357 inclusive
WCCL 47360 and WCCL 47361
WCCL 47363 through WCCL 47365 inclusive
WCCL 47370 through WCCL 47375 inclusive
WCCL 47377 through WCCL 47379 inclusive
WCCL 47450 through WCCL 47456 inclusive
WCCL 47458 through WCCL 47460 inclusive
WCCL 47462 through WCCL 47465 inclusive
WCCL 47468
WCCL 47470 through WCCL 47472 inclusive
WCCL 47474 through WCCL 47476 inclusive
WCCL 47478 through WCCL 47481 inclusive
WCCL 47500 through WCCL 47508 inclusive
WCCL 47510 through WCCL 47513 inclusive
WCCL 47515 through WCCL 47523 inclusive
WCCL 47603 through WCCL 47660 inclusive
WCCL 47662 through WCCL 47666 inclusive
WCCL 47668 through WCCL 47670 inclusive
WCCL 47673, WCCL 47675, WCCL 47678 and WCCL 47682
WCCL 47700 through WCCL 47726 inclusive
WCCL 47728 through WCCL 47740 inclusive
WCCL 47744 through WCCL 47752 inclusive
WCCL 47753 through WCCL 47758 inclusive
WCCL 47760 through WCCL 47790 inclusive
WCCL 47800 through WCCL 47843 inclusive
WCCL 47850 through WCCL 47859 inclusive
WCCL 47901 through WCCL 47903 inclusive
WCCL 47938, WCCL 47961, WCCL 47962, WCCL 47970, WCCL 47980, WCCL 47982 and WCCL 47983.

198 Plate C "Grandfathered" Boxcars numbered:

WCCL 43000 and WCCL 43001
WCCL 43003 through WCCL 43012 inclusive
WCCL 43014 through WCCL 43022 inclusive
WCCL 43024 through WCCL 43062 inclusive
WCCL 43064 through WCCL 43077 inclusive
WCCL 43079 through WCCL 43092 inclusive
WCCL 43094 through WCCL 43122 inclusive
WCCL 43124 through WCCL 43126 inclusive
WCCL 43128
WCCL 43131 and WCCL 43132
WCCL 43136 through WCCL 43140 inclusive
WCCL 43146 through WCCL 43151 inclusive
WCCL 43153 through WCCL 43156 inclusive
WCCL 43158 through WCCL 43173 inclusive
WCCL 43176 and WCCL 43177
WCCL 43181 through WCCL 43193 inclusive
WCCL 43195 and WCCL 43196
WCCL 43199 and WCCL 43200
WCCL 43202 through WCCL 43210 inclusive
WCCL 43212, WCCL 43214, WCCL 43218, WCCL 43219 and WCCL 43222
WCCL 43228 through WCCL 43230 inclusive
WCCL 43232 through WCCL 43234 inclusive
WCCL 43236 and WCCL 43237
WCCL 43239 through WCCL 43242 inclusive